



Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-9241

David A. Shelton
Assistant General Attorney

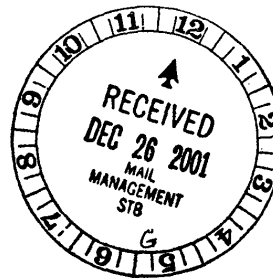
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November 21, 2001

VIA U.S. MAIL

Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001



Dear Secretary:

Enclosed please find four (4) original versions of the document described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is a memorandum of locomotive lease agreement documenting a lease amendment, a secondary document, dated October 30, 2001. The primary document to which this is connected is recorded under Recordation No. 19041.

The names and addresses of the parties to the document are as follows:

Lessor: Locomotive Management Services
2901 East lake Road
Erie, PA 16531

Lessee: Consolidated Rail Corporation
2001 Market Street
P.O. Box 41416
Philadelphia, PA 19101-1416

Sub-lessee: Norfolk Southern Railway Company
Three Commercial Place
Norfolk, VA 23510-9121

RECORDED 19041-G FILED

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TS
SURFACE TRANSPORTATION BOARD

Operating Subsidiary: Norfolk Southern Railway Company

Mr. Vernon A. Williams
November 21, 2001
Page 2

A description of the equipment covered by the document follows:

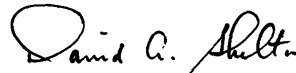
16 General Electric Dash 8-40 CW diesel electric locomotives
Original Road Numbers: 712 - 727
Current Mark and Road Numbers: LMSX 712 - 727
Locomotive Frame Numbers: 481116 - 481131

A fee of \$28.00 is enclosed. Please return any of the original copies of the document not needed by the Board for recordation to me at the above address.

A short summary of the document to appear in the index follows:

Memorandum of locomotive lease agreement documenting the amendment of the locomotive lease with Recordation No. 19041, dated October 30, 2001 and covering 16 General Electric Dash 8-40 CW diesel electric locomotives.

Sincerely,


David A. Shelton

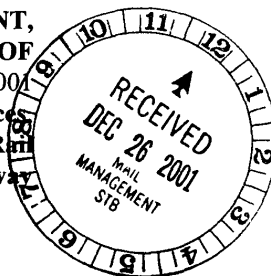
Enclosures

19041-G

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LOCOMOTIVE LEASE AGREEMENT,
PARTIAL TERMINATION THEREOF AND ASSIGNMENT OF
LEASEHOLD INTEREST THEREIN** dated as of October 30, 2000
(the "Memorandum") by and among **Locomotive Management Services**,
a Delaware general partnership ("LMS"), **Consolidated Rail**
Corporation, a US corporation ("CRC") and **Norfolk Southern Railway**
Company, a US corporation ("NSR").



WHEREAS, LMS as lessor and CRC as lessee entered into a Locomotive Lease Agreement dated as of November 15, 1994, as amended by the Assignment and Assumption Agreement ("the Assignment") dated as of June 1, 1999, and Amendment Number 1 dated as of April 30, 2001;

WHEREAS, LMS, CRC and NSR have entered into an Amendment Number 2 dated as of the date hereof (such Amendment Number 2 together with such Locomotive Lease Agreement, Amendment Number 1 and such Assignment being collectively, the "Lease") whereby NSR will lease the sixteen (16) LMS locomotives on a full-time basis;

WHEREAS, the terms and conditions of the Lease are incorporated by reference into this Memorandum as if fully set forth herein;

AND WHEREAS, the parties hereto desire that this Memorandum be a) filed with the Surface Transportation Board pursuant to Title 49 of the *United States Code* Section 11301 and b) deposited pursuant to Section 105 of the *Canada Transportation Act*.

NOW, THEREFORE, for good and valuable consideration, the parties wish to evidence for the public record, the existence of the Lease, the interests created thereby and, more particularly, the following matters specified therein:

- 1) LMS is the owner of the sixteen (16) locomotives described in Schedule A to Memorandum;
- 2) LMS as lessor, and both CRC as lessee and NSR as sub-lessee, acknowledge the termination date of the Lease (which shall be on a full year basis starting November 1, 2001) as November 1, 2012 in respect of the locomotives described in Schedule A to Memorandum;
- 3) As of the date hereof, the Lease is in full force and effect;

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed, by their officers thereunto duly authorized, as of the day and year first above written.

LOCOMOTIVE MANAGEMENT
SERVICES

By: LB
Its: Partner

CONSOLIDATED
RAIL CORPORATION,

By: M. J. Galt
Its: Treasurer

NORFOLK SOUTHERN
RAILWAY COMPANY,

By: W. S. Marion
Its: VICE PRESIDENT

COMMONWEALTH/STATE OF Pennsylvania

COUNTY/DISTRICT OF Philadelphia

)
) ss:
)

On this 30 day of October, 2001, before me personally appeared Michael Rockford, to me personally known, who, being by me duly sworn, says that he is Treasurer of CONSOLIDATED RAIL CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Jennifer A. Burtulato
Notary Public

COMMONWEALTH/STATE OF Virginia

City
COUNTY/DISTRICT OF Norfolk

)
) ss:
)

On this 30th day of October, 2001, before me personally appeared M.D. Maxion, to me personally known, who, being by me duly sworn, says that he is Vice President of NORFOLK SOUTHERN RAILWAY COMPANY, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sandra J. Rooby
Notary Public
My commission expires March 31, 2002

STATE OF PENNSYLVANIA)

) ss:

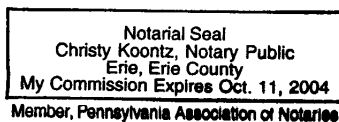
CITY / COUNTY OF ERIE)

On this 30th day of October, 2001, before me personally appeared David B. Tucker, to me personally known, who, being by me duly sworn, says that he / she is Partner of Locomotive Management Services, that the foregoing instrument was signed on behalf of said partnership by authority of its partners, and he / she acknowledged that the execution of the foregoing instrument was the free act and deed of said partnership.

Christy Koontz
Notary Public

My commission expires: 10/11/04

[Notarial Seal]



SCHEDULE A TO MEMORANDUM

Leased Locomotives

16 General Electric Dash 8-40 CW diesel-electric locomotives described as follows:

<u>Original Road Number</u>	<u>Current Mark & Road Number</u>	<u>Locomotive Frame Number</u>
712	LMSX 712	481116
713	LMSX 713	481117
714	LMSX 714	481118
715	LMSX 715	481119
716	LMSX 716	481120
717	LMSX 717	481121
718	LMSX 718	481122
719	LMSX 719	481123
720	LMSX 720	481124
721	LMSX 721	481125
722	LMSX 722	481126
723	LMSX 723	481127
724	LMSX 724	481128
725	LMSX 725	481129
726	LMSX 726	481130
727	LMSX 727	481131